

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND

PETER J. MESSITTE
UNITED STATES DISTRICT JUDGE

6500 CHERRYWOOD LANE
GREENBELT, MARYLAND 20770
301-344-0632

MEMORANDUM

TO: Counsel of Record

FROM: Judge Peter J. Messitte

RE: Sodexo, Inc. et al v. US Foods, Inc.
No. 23-cv-71

DATE: April 26, 2023

* * *

Before the Court undertakes to decide the particular issues that Plaintiff's Motion to Remand raises, there is a preliminary matter the Court wishes to raise. The removal in this case was based on federal question jurisdiction.

But why is the case not properly before the Court on diversity of citizenship grounds?

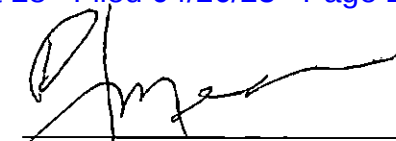
For diversity purposes, a corporation has dual citizenship. It is a citizen of every state in which it is incorporated and of the state where it has its principal place of business. 28 U.S.C. § 1332 (c)(1).

The Distribution Agreement identifies Sodexo as a Delaware LLC, with its principal place of business in Gaithersburg, Maryland, and USF as a Delaware Corporation with its principal place of business in Rosemount, Illinois. In other words, the corporate parties appear to be diverse.

Paragraph 28 of the Distribution Agreement appears to be choice-of-law provision making Maryland law applicable to any dispute between the parties, but it does not appear to be a choice-of-forum clause. If that is so, then any court that otherwise has diversity jurisdiction over the parties – e.g. the U.S. District Court for the District of Maryland – would seem to have jurisdiction to hear the case – applying Maryland law.

The Court directs the parties to address this matter in writing within the next ten (10) days, with respective replies to be filed within the next five (5) days thereafter.

Despite the informal nature of this letter, it shall constitute an Order of the Court and the Clerk is directed to docket it accordingly.



Peter J. Messitte
United States District Judge

CC: Court file